

1. Conflict of Interest:

i. Pursuant to advice from Anna Naud of True North Law, the lawyer who updated and amended the existing By-Law to meet the *Ontario Not For Profit Corporations Act* regarding Directors Conflict of Interest requirements, the Board went in Camera at 5:41 pm in consideration of a resolution to discuss and analyze the specifics related to Conflict of Interest of a current Director. The Board came out of Camera at 5:55 and reported out:

WHEREAS the regulations made under the Charities Accounting Act (Ontario) permit a director to receive payment for providing services to the Corporation, in a capacity other than as a director, if certain conditions are met:

AND WHEREAS the Board has considered any guidance respecting payments to ta, a director for non-director related services that has been issued by the Ontario Public Guardian and Trustee and is currently published on a Government of Ontario website;

AND WHEREAS the Board has determined that it is in the Corporation's best interests to permit the payment of compensation to "Sole Comfort Foot Care" by the Corporation for foot care services provided by an individual through "Sole Foot Care" to third-parties whose costs for such services are covered by the Corporation;

AND WHEREAS there are at least four (4) voting directors of the Corporation, not including the director in question;

NOW THEREFORE the Board resolves that:

1. *The amount to be paid to "Sole Comfort Foot Care" shall be up to a maximum amount of fifty (50) dollars per session which the Board has determined is a reasonable amount to be paid for the services being provided;*
2. *the payment will not result in the amount of the Corporation's debts and liabilities exceeding the value of the Corporation's property, or render the Corporation insolvent;*

3. *the payment is, and must always be made in accordance with the requirement, and within the restrictions, of the Charities Accounting Act (Ontario)*
4. *the total number of persons receiving payment under the Charities Accounting Act (Ontario) by the Corporation does not exceed twenty percent (20%) of the number of voting directors of the Corporation; and*
5. *the Corporation shall insure that information respecting such payment is noted in the Corporation's financial statements for each applicable year and that such financial statements are placed before the Corporation's members at the applicable annual meeting (s) of the members.*

The Board determined a no risk situation, exercising due diligence in the form of a resolution to address Conflict of Interest. Motion to adopt the resolution was M/S: Katie/Lynn: Carried Unanimously. The Board further directed that should there be a change in the amount charged by "Sole Comfort Foot Care" for foot care services that the Director so advise the Board and seek approval for this change.

- ii. No other Director declared a Conflict of Interest.